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January 9, 2008

USDS SDNY
 DOCUMENT
 ELECTRONICALLY FILED
 DOC #: _____
 DATE FILED: JAN 10 2008

VIA E-MAIL

Hon. Paul A. Crotty
 United States District Court Judge
 Southern District of New York
 500 Pearl Street
 New York, NY 10007

Re: *Ario v. Axium International, Inc., et al.,*
07 CV 6486 (PAC)

Dear Judge Crotty:

We represent plaintiff Joel S. Ario, Acting Insurance Commissioner of the Commonwealth of Pennsylvania, in his capacity as Liquidator of Reliance Insurance Company in the referenced action.

We learned this morning that defendant Axium International Inc. ("Axium") and various of its related entities have filed for Chapter 7 bankruptcy protection and that Axium will soon be filing a notice of bankruptcy with automatic stay. A copy of the bankruptcy petition and docket sheet is enclosed herewith.

Plaintiff's deadline to file a motion for leave to amend the complaint is today, January 9, 2008. Two of the potential additional defendants to this action are not included among Axium's affiliates and thus are not subject to the automatic stay. In light of the above, we respectfully request a two-week adjournment of the January 9, 2008 deadline to determine plaintiff's course of action.

The extension is granted, but plaintiff is reminded that a pre-trial conference is necessary before a motion to amend the complaint is filed. See Rule 30.

SO ORDERED: JAN 10 2008

Paul A. Crotty
HON. PAUL A. CROTTY
UNITED STATES DISTRICT JUDGE

NYC:754324.1/KOK003-238993

Boston, MA ■ Cherry Hill, NJ ■ Harrisburg, PA ■ New York, NY ■ Norristown, PA ■ Philadelphia, PA ■ Roseland, NJ ■ Wilmington, DE

WolfBlock Government Relations - Harrisburg, PA ■ WolfBlock Public Strategies - Boston, MA and Washington, DC

Wolf, Block, Schorr and Solis-Cohen LLP, a Pennsylvania Limited Liability Partnership

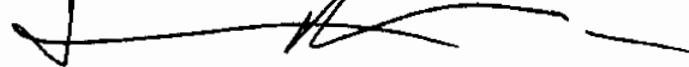
MEMO ENDORSED

MEMO ENDORSED

Hon. Paul A. Crotty
January 9, 2008
Page 2

Thank you for your consideration.

Respectfully submitted,



Jill L. Mandell
For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

Enclosure

cc: Ronald Peters, Esq.

BANKRUPTCY PETITION

B1 (Official Form 1) (1/08)

United States Bankruptcy Court Central District of California, Los Angeles Division		Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): Axium Entertainment, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):																						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 26-0363482	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																						
Street Address of Debtor (No. & Street, City, State & Zip Code): 5800 Wilshire Boulevard Los Angeles, CA	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																						
ZIPCODE 90036	ZIPCODE																						
County of Residence or of the Principal Place of Business: Los Angeles	County of Residence or of the Principal Place of Business:																						
Mailing Address of Debtor (if different from street address)	Mailing Address of Joint Debtor (if different from street address):																						
ZIPCODE	ZIPCODE																						
Location of Principal Assets of Business Debtor (if different from street address above):																							
ZIPCODE																							
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>	<p style="text-align: center;">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other</p> <p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p style="text-align: center;">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13</p> <p style="text-align: center;">Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.</p>																					
<p style="text-align: center;">Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>		<p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000.</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited proportionately from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>																					
<p>Statistical/Administrative Information</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>			THIS SPACE IS FOR COURT USE ONLY																				
<p>Estimated Number of Creditors</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000- 5,000</td> <td>5,001- 10,000</td> <td>10,001- 25,000</td> <td>25,001- 50,000</td> <td>50,001- 100,000</td> <td>Over 100,000</td> </tr> </table>				<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000
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<p>Estimated Assets</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion														
<p>Estimated Liabilities</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion														

B1 (Official Form 1) (1/08)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Axium Entertainment, Inc.	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attached Rider 1	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ <small>Signature of Attorney for Debtor(s)</small> _____ <small>Date</small>	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <small>(Name of landlord or lessor that obtained judgment)</small> <small>(Address of landlord or lessor)</small> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B1 (Official Form 1) (1/08)

Page 3

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Axiom Entertainment, Inc.
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney) _____ Date _____</p> <p>Signature of Attorney* _____ Signature of Attorney for Debtor(s) _____ David M. Poltrus P.C. 141308 Printed Name of Attorney for Debtor(s) _____ Jeffer, Mangels, Butler & Marmaro LLP Firm Name _____ 1900 Avenue Of The Stars, 7th Floor Address _____ Los Angeles, CA 90067 _____ (310) 203-8080 Telephone Number _____ Date _____</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p> <p>Signature of Debtor (Corporation/Partnership) _____ I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual _____ John Viscanti Printed Name of Authorized Individual _____ Responsible Person Title of Authorized Individual _____ Date _____</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>X _____ Printed Name of Foreign Representative</p> <p>Date _____</p> <p>Signature of Non-Attorney Petition Preparer _____ I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and Title, if any, of Bankruptcy Petition Preparer _____ Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address _____ X _____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above. _____ Date _____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual: _____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

Rider 1:

Pending Bankruptcy Cases Filed By This Debtor and Affiliates:

Each Concurrently Filed In United States Bankruptcy Court, Central District of California

1. Axium International, Inc.
2. Diversity MSP, Inc.
3. AV Centurion Film, Inc.
4. AV Global, Inc.
5. Avalon Payroll Group, Inc.
6. Avalon Production Accounting Inc.
7. Avalon Visual Corp.
8. Avalon Worldwide, Inc.
9. Avalon Film Services Corp.
10. Avalon Hollywood Services, Inc.
11. AX Centurion Film, Inc.
12. AX Global, Inc.
13. Axi Cash, Inc.
14. AXICO, Inc.
15. Axium ATB, Inc.
16. Axium Bond Corp.
17. Axium Cinema, Inc.
18. Axium Entertainment Inc.
19. Axium Film Corp.
20. Axium Holdings, Inc.

21. Axium Hollywood Services, Inc.
22. Axium New York Holdings, LLC
23. Axium Payroll Group, Inc.
24. Axium Payroll Services, Inc.
25. Axium Pine Brook, LLC
26. Axium SC, LLC
27. Axium Visual Corp.
28. Axium Worldwide, Inc.
29. Axium 1221, LLC
30. Centurion Cinema, Inc.
31. Diversity Internal, Inc.
32. ECG Minn RE, LLC
33. ECG RE, LLC
34. Global Enterprise, Inc.
35. Global Music Inc.
36. Global Worksource, Inc.
37. PAV Film Services Inc.
38. Talent VMS, Inc.
39. PAX Film Services, Inc.
40. 210 Victory Boulevard, LLC
41. 712 Stanley, LLC.
42. Ensemble Chimes Servicing, Inc.
43. Ensemble Chimes Global Puerto Rico Ltd.

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
AXIUM ENTERTAINMENT, INC.**

(Adopted by the Board of Directors on January 7, 2008)

The undersigned, being all of the directors of Axium Entertainment, Inc., a California corporation (the "Company"), and constituting the entire board of directors of the Company (the "Board of Directors"), acting pursuant to applicable law, hereby waive any and all requirements for the holding of a meeting, including, without limitation, any requirements as to call and notice thereof, and consent to the adoption of the following recitals and resolutions and to the actions set forth herein as of the date set forth above, which actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors duly called and held:

WHEREAS, the Board of Directors has considered the business and financial conditions and results of operations of the Company and its subsidiaries, if any (the "Subsidiaries"), on the date hereof, including the assets and liabilities of the Company and its subsidiaries;

WHEREAS, the Board of Directors has reviewed, considered, and received the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under chapter 7 of the United States Bankruptcy Code ("Chapter 7"); and

WHEREAS, Axium International, Inc. and certain of its direct and indirect subsidiaries (collectively, "Axium") has been notified by certain of the counterparties to its financing arrangements, or other financial arrangements under which it is or may be obligated, that it is in default of its obligations under those arrangements for failure to comply with certain of Axium's obligations thereunder, and Axium lacks sufficient liquidity or other resources to satisfy these obligations immediately.

NOW THEREFORE, be it:

RESOLVED, that, based on factors and information deemed relevant by the Board of Directors, in the judgment of the directors of the Company, it is in the best interests of the Company and its stockholders, as well as the best interests of the Company's subsidiaries, creditors and other interested parties under the circumstances set forth herein, that a petition be filed pursuant to Chapter 7 on behalf of the Company to preserve the value available to the creditors and stockholders of the Company and its subsidiaries.

RESOLVED FURTHER, that the officers of the Company (the "Authorized Officers"), or any of them, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Company to file a petition pursuant to Chapter 7 after January 6, 2008.

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized to execute and file all petitions, schedules, statements of affairs, lists and other papers and to take any and all related actions which such Authorized Officer may deem necessary or proper in connection with such Chapter 7 cases, in each case with respect to the Company and with respect to any Subsidiary over which the Company exerts control and is entitled to do so under applicable law, including, without limitation, directly or indirectly, as the general partner, managing member or sole member.

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Jeffer Mangels Butler & Marmaro LLP as general bankruptcy counsel to the Company and its subsidiaries, to represent and assist the Company and its subsidiaries in filing under Chapter 7, and to take any and all actions to advance the Company's rights and the rights of its subsidiaries, and, in connection therewith, the Authorized Officers are hereby authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the Chapter 7 case, and to cause to be filed an appropriate application for authority to retain the services of Jeffer Mangels Butler & Marmaro LLP.

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ additional professionals, including any attorneys, financial advisors or consultants to the Company and its subsidiaries as any Authorized Officer may deem necessary to advise, represent and assist the Company and its subsidiaries in carrying out their duties under Title 11 of the United States Code and other applicable law and to provide investigative, consulting, professional and other assistance in connection with the acts and transactions contemplated by these resolutions or related regulatory proceedings, and each Authorized Officer is authorized and directed to cause the Company to pay the fees and expenses of those so engaged (including appropriate retainers prior to and immediately upon the filing of the Chapter 7 case), to the extent any such Authorized Officer deems appropriate, to enter into agreements (including, without limitation, indemnity agreements) with such entities, and to cause to be filed one or more appropriate applications for authority to retain the services of such additional professionals and any such actions previously performed by any Authorized Officer of the Company are hereby approved and ratified.

RESOLVED FURTHER, that each of the Authorized Officers is authorized to cause the Company to pay any and all expenses and fees, including, without limitation, professional advisor fees and expenses, incurred by or on behalf of the Company arising in connection with the acts and transactions contemplated, including, without limitation, the review and preparation of the petitions and other documents necessary or advisable in connection with the filings under Chapter 7, and any and all schedules, statements of affairs, lists and other papers, together with any amendments or supplements thereto, the preparation and filing of any and all regulatory, administrative or legal reports, forms or other documents that any Authorized Officer may deem necessary or desirable in order to facilitate or permit consummation of the acts and transactions contemplated hereby and related or incidental transactions and any obligations of the Company in connection with the acts and transactions contemplated hereby.

RESOLVED FURTHER, that any Authorized Officer be, and hereby is, authorized, on behalf of the Company and its subsidiaries, to execute and verify voluntary petitions pursuant to Chapter 7 on behalf of the Company and its subsidiaries and to cause the same to be filed with the United States Bankruptcy Court for the Central District of California, or in such other jurisdiction or court as said Authorized Officer may deem necessary or appropriate.

RESOLVED FURTHER, that the corporate seal of the Company may be affixed to any instrument or document executed pursuant to the foregoing resolutions by impression or affixing the corporate seal or by imprinting or otherwise reproducing thereon a facsimile thereof.

RESOLVED FURTHER, that the Authorized Officers and the other persons appointed to act on the Company's behalf in or pursuant to the foregoing resolutions are, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to execute any resolutions of any Subsidiary of the Company on behalf of the Company for the purposes of the authorization for filing a petition under Chapter 7 for such Subsidiary and any other related actions, to execute and deliver any other additional applications, certificates, agreements or any other instruments or documents or any amendments or supplements thereto, or to do or cause to be done any and all other acts and things, as they may in their discretion deem necessary or appropriate to carry out the intent and purposes of the foregoing resolutions, the taking of such actions and the execution, delivery and filing of such instruments or documents to be conclusive evidence of the necessity and appropriateness thereof.

RESOLVED FURTHER, that any actions heretofore taken by any Authorized Officer that are consistent with the authority granted by the foregoing resolutions are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Company.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of the Company have hereunto signed their names and adopted the above resolutions as of the above date and hereby direct a fully signed copy of this Action by Unanimous Written Consent of the Board of Directors to be filed with the minutes of proceedings of the Board of Directors of the Company.

This Action by Unanimous Written Consent of the Board of Directors may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute but one and the same Action by Unanimous Written Consent of the Board of Directors of the Company.

Dated: _____



Dated: _____



[Signature Page to Unanimous Written Consent]

DOCKET SHEET

Incomplete

U.S. Bankruptcy Court
Central District Of California (Los Angeles)
Bankruptcy Petition #: 2:08-bk-10291-ER

Assigned to: Ernest M. Robles
 Chapter 7
 Voluntary
 Asset

Date Filed: 01/08/2008

Debtor
Axium Entertainment, Inc.
 5800 Wilshire Blvd.
 Los Angeles, CA 90036
 Tax id: 26-0363482

represented by **Joseph A Eisenberg**
 1900 Ave Of The Stars 7th Flr
 Los Angeles, CA 90067
 310-203-8080
 Email: jac@jmbm.com

Trustee
Rosendo Gonzalez
 Gonzalez & Associates
 515 South Figueroa Street, Suite 1970
 Los Angeles, CA 90071
 (213) 452-0071

U.S. Trustee
United States Trustee (LA)
 725 S Figueroa St., 26th Floor
 Los Angeles, CA 90017

Filing Date	#	Docket Text
01/08/2008	1	Chapter 7 Voluntary Petition . Fee Amount \$299 Filed by Axium Entertainment, Inc. Statement of Intent due 2/7/2008. Section 316 Incomplete Filings due by 2/22/2008. Schedule A due 1/23/2008. Schedule B due 1/23/2008. Schedule C due 1/23/2008. Schedule D due 1/23/2008. Schedule E due 1/23/2008. Schedule F due 1/23/2008. Schedule G due 1/23/2008. Schedule H due 1/23/2008. Schedule I due 1/23/2008. Schedule J due 1/23/2008. Statement of Financial Affairs due 1/23/2008. Employee Income Record due by 1/23/2008. Statement - Form 22A Due: 1/23/2008. Petition Prep Signature due 1/23/2008. Exhibit B due 1/23/2008. Statement of Related Case due 1/23/2008. Notice of available chapters due 1/23/2008. Statement of assistance of non-attorney due 1/23/2008. Summary of schedules due 1/23/2008. Declaration concerning debtors schedules due 1/23/2008. Disclosure of Compensation of Attorney for Debtor due 1/23/2008. Disclosure of compensation of bankruptcy petition preparer due

		1/23/2008. Declaration of attorney limited scope of appearance due 1/23/2008. Cert. of Credit Counseling due by 1/23/2008. Decl. of Petition Preparer (Form 19A) due by 1/23/2008. Notice to Debtor by Pet. Prepr. (Form 19B) due by 1/23/2008. Exhibit D due 1/23/2008. Corporate Ownership Statement due by 1/23/2008. Incomplete Filings due by 1/23/2008. (Eisenberg, Joseph) (Entered: 01/08/2008)
01/08/2008		Receipt of Voluntary Petition (Chapter 7)(2:08-bk-10291) [misc,volp7] (299.00) Filing Fee. Receipt number 4028806. Fee amount 299.00. (U.S. Treasury) (Entered: 01/08/2008)
01/08/2008		Meeting of Creditors with 341(a) meeting to be held on 02/06/2008 at 09:00 AM at RM 101, 725 S Figueroa St., Los Angeles, CA 90017. Proof of Claim due by 05/06/2008. (Eisenberg, Joseph) (Entered: 01/08/2008)

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